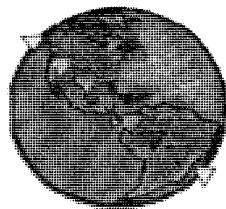


SUBEDI v. MERCHANT
Case No. 09 C 4525

**Plaintiff's Memorandum of Law in
Support of Their Motion for Class Certification**

GROUP EXHIBIT 1



International H-2B/J-1

Work & Travel USA Inc.

AUGUST 28, 2008

**ADDENDUM TO AGREEMENT BETWEEN EXCHANGES USA AND INTERNATIONAL
H2B/J1 WORK & TRAVEL USA
SIGNED ON APRIL 22, 2008 – CHICAGO, IL**

This addendum is to certify that Exchanges USA, further referred to as "Company" and International H2B/J1 Work & Travel USA, further referred to as "Partner" companies signed an agreement to cooperate on H2B seasonal employment opportunities program to the United States, hereinafter referred to as "H2B program".

Company shall provide H2B program to Partner's 514 candidates recruited in India, Nepal, Jamaica and Indonesia to participate in the program offered by Exchanges USA.

In addition to all terms and agreements expressed in the signed agreement of April, 22, 2008 in Chicago, IL – Company agrees to refund 100% fees paid by Partner for it's participants submitted to Company if Company (or any of its affiliates) are unable to obtain USCIS I-797 approval for Partner's candidates.

Pursuant to this addendum dated August 28, 2008, the Partner agrees to pay the total of \$448,300.00 for 514 candidates that shall be placed by Company with the Company's employers. The Company shall have completed their due diligence by filling all necessary documents from DOL (Department of Labor) along with documents from USCIS (United States Citizen and Immigration Services).

Upon receipt of the total payment of \$448,300.00 for 514 candidates, and finalization of the legal and placement paperwork for the Partner's workers, the Company shall then send out the approvals of the Labor Department and the USCIS.

Company Representative

Ravshan Ishnazarov
Development Director, CEO

Partner Representative

Louise Merchant
President and CEO

The following email sent to Louise by Exchange USA

On Fri, Oct 10, 2008 at 12:45 PM, Ravshan Ishnazarov (Exchanges USA) <ravshan@exchanges-usa.com> wrote:
Louise,

This letter was your biggest mistake!

I told you yesterday, specifically trying to help you avoid doing additional mistakes, not to send out letters without my prior approval, but you disregarded this.

If I don't receive a phone call from you until 3:00pm today with explanations, I will have to take legal and other preventive measures in order to protect the reputation of Exchanges USA and will do everything I can to assist your partners to take legal measures against you!

You and I clearly know that you have collected more than \$300,000 from your partners, and this is nothing but international money laundering, fraud in other words and is punishable according to federal regulations of the United States.

Usual measures taken by the gvrnmt are but not limited to: property confiscation, long-term imprisonment.

Ravshan

----- Original Message -----

From: [Ramhari Subedi](mailto:Ramhari.Subedi@exchanges-usa.com)
To: info@exchanges-usa.com
Sent: Friday, October 10, 2008 10:44 AM
Subject: Very Important about H2B

Ravshan Ishnazarov,

My name is Ramhari Subedi living in Washington DC and originally from Nepal. I processed to get H2B from Louise and gave her \$34,900 deposit to bring people from Nepal. Now she is blaming on you and she refuse to refund our money back. Now I am in the process for legal action. Please find the attachment and read carefully. I need to know from your side what is going on. Please contact me at 703-298-6151 (Mobile) 202-358-0152 (Work)

Thanks,
Ramhari Subedi

Exchange USA also sent us the following email.

----- Forwarded message -----

From: **Ravshan Ishnazarov (Exchanges USA)** <ravshan@exchanges-usa.com>
Date: Fri, Oct 10, 2008 at 5:17 PM
Subject: H2b issues
To: Ramhari Subedi <subedi.ramhari@gmail.com>, Lott de Leon <lot@accessintl.us>, devgirionline@gmail.com,

akatwalifegood@aol.com
Cc: anetteiwt@gmail.com, dsm@northfunding.com

Dear Colleagues,

My name is Ravshan Ishnazarov, I am the Development Director for Exchanges USA company and our company is located in New York City, the United States of America.

I am writing this email as I understand that there's a need to bring some clarification to the h2b issues that you're currently facing because you're working with International H2b/J1 Company, located in the city of Chicago, United States of America under the management of Mrs. Louise Merchant (She has already removed her website).

Exchanges USA has terminated any and all agreements with International H2b/J1 Company because Louise has failed to fulfil her contractual obligations according to the agreement that we signed in her office early this year.

According to this agreement, Louise was supposed to pay us the deposit fees for the 514 h2b candidates that were recruited (probably by one of you) from Nepal, India and other countries. In case that Exchanges USA would be unable to obtain USCIS petitions, we contractually promised to issue %100 refunds.

As we later found out, Louise Merchant accepted a lot of money from her agents (more than \$300,000), like your companies, promising that she would provide h2b positions. However, Louise Merchant was well aware that she did not have those jobs, she never filed any labor certifications, she never intended to, and moreover, she never filed any USCIS petitions, as she is neither qualified to do so, nor is she legally authorized to do so.

Also, she never intended to make any payments to Exchanges USA as we never received any payments from Louise Merchant and therefore recommend all individuals and entities who paid any fees to Louise Merchant to request a full refund of the fees. Accordingly, Exchanges USA can not be held responsible for any money that you have paid to Louise Merchant.

However, we can recommend you what authorities you can direct your complaints to requesting international federal investigation and appropriate penalties:

1. <http://www.imolin.org/imolin/index.html> (International Money Laundering Information Network, under the auspices of United Nations)
2. <http://www.imlib.org/> (International Money Laundering Information Bureau)
3. <http://www.usembassy.gov/> (The U.S. Embassy in your country)
4. <http://www.uscfc.uscourts.gov/> (The Federal Court of the United States)
5. <http://www.fbi.gov/> (Federal Bureau of Investigation) - **the best point**

FBI Chicago Office
2111 West Roosevelt Road Chicago, IL 60608-1128
chicago.fbi.gov
(312) 421-6700

Also, I would like to bring your attention to the fact, that we never agreed with Louise Merchant that she would be coming to our office to conduct any negotiations, this was a false statement. Therefore, all her words in the attached letters - have the purpose to mislead you.

What Louise has been doing is wrong and we do not support such types of business manners. We do hope that you would be able to resolve this issue and be refunded. If there's a need to proceed with any legal matters, Exchanges USA will be willing to provide any information which would help you to resolve your issues.

P.S. Should you consider working with Exchanges USA on h2b seasonal programs, we are open to discuss this opportunity with you, either by email, or in person. We welcome you to visit our offices in New York City.

Sincerely,

Ravshan Ishnazarov
Development Director, CEO

Exchanges USA
45 West 34th Street, 605
New York, NY 10001
Tel: (212) 216-9404
Fax: (212) 937-3260
Mobile: (347) 409-6474
Email: ravshan@exchanges-usa.com
Web: www.exchanges-usa.com

17. After all of this conversation. On October 14, 2008 I received the following email from Louise with an attachment.